

PEACEFUL BAY PROGRESS ASSOCIATION INC

Peaceful Bay WA 6333

ABN: 54389092839



This is the annexure of eight (8) pages marked "A" referred to in Form 5 signed by me and dated 5th May 2011.

Signed: Anthony Malcolm Duckett – Vice-President

NAME:

1. The name of the organisation shall be:
Peaceful Bay Progress Association Inc.

OBJECTS:

2. (1) The objects of the Association shall be:
 - (a) to promote by co-operation with other Peaceful Bay community groups, the Shire of Denmark and other government instrumentalities, appropriate development of Peaceful Bay, as defined by the postal area;
 - (b) to conserve Peaceful Bay's sense of community and history;
 - (c) to safeguard the rights and interests of Ratepayers of Peaceful Bay.
- (2) The income and property of the Association shall be applied solely towards the promotion of the objects of the Association. No portion of the income or property shall be paid, transferred or distributed directly or indirectly to the members of the Association provided that nothing shall prevent the payment in good faith of remuneration to any officer or employee of the Association or to any person other than a member in return for services rendered to the Association.

POWERS OF ASSOCIATION:

3. The powers conferred on the Association are the same as those conferred by section 13 of the Act, so that subject to the Act and any additions, exclusions or modifications inserted below, the Association may do all things necessary or convenient for carrying out its objects and purposes, and in particular may -
 - (a) acquire, hold, deal with, and dispose of any real or personal property;
 - (b) open and operate bank accounts;
 - (c) invest its money –
 - (i) in any security in which trust monies may lawfully be invested; or
 - (ii) in any other manner authorised by the rules of Association;
 - (d) borrow money upon such terms and conditions as the Association thinks fit;
 - (e) give such security for the discharge of liabilities incurred by the Association as the Association thinks fit;
 - (f) appoint agents to transact any business of the Association on its behalf;
 - (g) enter into any other contract it considers necessary or desirable; and
 - (h) may act as trustee and accept and hold real and personal property upon trust, but does not have power to do any act or thing as a trustee that, if done otherwise than as a trustee, would contravene this Act or the rules of the Association.

MEMBERSHIP:

4. (1) New membership of the Association is open to all Ratepayers of Peaceful Bay upon receipt of annual membership subscription.
- (2) A person, other than a Ratepayer of Peaceful Bay, who wishes to become a Member of the Association, must –
 - (a) be an existing member, or
 - (b) be a person with an established involvement with the Peaceful Bay community, and be proposed by one member and seconded by one other member, each of whom must be Ratepayers of Peaceful Bay; and apply for membership to the Committee in writing –
 - (i) signed by the applicant and by the proposing and the seconding members referred to in Rule 4 (2)(b); and
 - (ii) in such form as the Committee from time to time directs; and
 - (c) upon acceptance of their application, pay the annual membership subscription.
- (3) The Committee members must consider each application made under Rule 4 (2) at a Committee meeting and must at that Committee meeting or the next Committee meeting accept or reject that application.
- (4) An applicant whose application for membership of the Association is rejected under Rule 4 (3) must, if he or she wishes to appeal against that decision, give notice to the Secretary of his or her intention to do so within a period of fourteen days from the date he or she is advised of the rejection.
- (5) When notice is given under Rule 4 (4), the Association in a general meeting no later than the next annual general meeting, must either confirm or set aside the decision of the Committee to reject the application, after having afforded the applicant who gave that notice a reasonable opportunity to be heard by, or to make representations in writing to, the Association in the general meeting.
- (6) Honorary Life Membership:
 - (a) The Management Committee may from time to time confer Honorary Life Membership on members who, in the judgement of the Management Committee, have made a sustained and significant contribution to the life of the Association and the Community of Peaceful Bay.
 - (b) Such Life Membership will be conferred at the Association's Annual General Meeting.
 - (c) Life Members will be entitled to full membership rights and will be exempt from paying annual subscription.

SUBSCRIPTIONS:

5. (1) The annual subscription shall be decided by majority vote at the annual general meeting.
- (2) The financial year of the Association shall terminate on 31 October each year.
- (3) Subscriptions become due on 1st November each year, and must be paid by 31st March of the following year.
- (4) A person or a body corporate exercises all the rights and obligations of a member for the purposes of these rules if his or her subscription, or the body corporate's subscription, is paid on or before the relevant date fixed by or under Rule 5 (3), or such time as the Committee allows.

- (5) Subject to Rule 5 (4), a member whose subscription is not paid by 31st March each year ceases on that date to be a member, unless the Committee decides otherwise.

OFFICERS OF THE ASSOCIATION:

6. The officers of the Association shall consist of President, Vice President, Secretary and Treasurer.

COMMITTEE OF MANAGEMENT:

7. (1) The Committee of Management of the Association shall consist of the President, Vice President, Secretary, Treasurer, and a minimum of six and a maximum of eight other members of the Association.
- (2) Committee members must be elected to membership of the Committee at an annual general meeting or appointed under sub-rule (8).
- (3) Subject to sub-rule (8), a Committee member's term will be from his or her election at an annual general meeting until the election referred to sub-rule (2) at the next annual general meeting after his or her election, but he or she is eligible for re-election to membership of the Committee.
- (4) Nominations for vacancies on the Committee will be accepted in writing from members prior to the AGM, and from the floor of the meeting.
- (5) A person who is eligible for election or re-election under this rule may –
- (a) propose or second himself or herself for election or re-election; and
 - (b) vote for himself or herself.
- (6) If the number of persons nominated in accordance with sub-rule (4) for election to membership of the Committee does not exceed the number of vacancies in that membership to be filled as set down in sub-rule (1) –
- (a) the Secretary must report accordingly to; and
 - (b) the Chairperson must declare those persons to be duly elected as members of the Committee at,
the annual general meeting concerned.
- (7) Where the number of nominations exceeds the number of vacancies on the Committee, elections for those positions must be conducted.
- (8) If a vacancy remains on the Committee after the AGM, or when a casual vacancy within the meaning of Rule 11 occurs in the membership of the Committee –
- (a) the Committee may appoint a member to fill that vacancy; and
 - (b) a member appointed under this sub-rule will –
 - (i) hold office until the election referred to in sub-rule (2); and
 - (ii) be eligible for election to membership of the Committee, at the following annual general meeting.
- (9) The Committee may delegate, in writing, to one or more sub-committees (consisting of such member or members of the association as the Committee thinks fit) the exercise of such functions of the committee as are specified in the delegation other than –
- (a) the power of delegation; and
 - (b) a function which is a duty imposed on the Committee by the Act or any other law.
- (10) Any delegation under sub-rule (9) may be subject to such conditions and limitations as to the exercise of that function or as to time and circumstances as are specified in the written delegation and the committee may continue to exercise any function delegated.
- (11) The Committee may, in writing, revoke wholly or in part any delegation under sub-rule 9.

(12) In addition to the elected members of the Committee, any group or individual having similar aims may be invited by the Committee to join, be co-opted by the Committee or act for a limited time, or may apply to serve on or be co-opted by the Committee for a limited time. Proposal under this Rule to be decided by simple majority of the committee. Co-opted committee members will have a deliberative vote.

PRESIDENT AND VICE PRESIDENT:

8. The President shall take the Chair at all Committee meetings and general meetings of the Association. In the President's absence the Vice President shall take the Chair. In the absence of both the President and the Vice President, a Committee member, chosen by the meeting shall Chair the meeting.

SECRETARY:

9. The Secretary must –

- (a) co-ordinate the correspondence of the Association;
- (b) keep full and correct minutes of the proceedings of the Committee and of the Association;
- (c) comply on behalf of the Association with –
 - (i) section 27 of the Act by keeping and maintaining in an up to date condition a register of the members of the Association and their postal or residential addresses and, upon the request of a member of the Association, shall make the register available for the inspection of the member and the member may make a copy of or take an extract from the register but shall have no right to remove the register for that purpose;
 - (ii) section 28 of the Act by keeping and maintaining in an up to date condition the rules of the Association and, upon the request of a member of the Association, must make available those rules for the inspection of the member and the member may make a copy of or take an extract from the rules but will have no right to remove the rules for that purpose; and
 - (iii) section 29 of the Act by maintaining a record of the names and residential or postal addresses of Office Bearers and Committee members of the Association, including persons who are authorised to use the common seal of the Association, and the Secretary must, upon request of a member of the Association, make available the record for the inspection of the member and the member may make a copy of or take an extract from the record but will have no right to remove the record for that purpose;
- (d) unless the members resolve otherwise at a general meeting, have custody of all books, documents, records and registers of the Association, including those referred to in Rule (9)(c) but other than those required by Rule 10 to be kept and maintained by, or in the custody of, the Treasurer; and
- (e) perform such other duties as are imposed by these rules on the Secretary.

TREASURER:

10. The Treasurer must –

- (a) be responsible for the receipt of all moneys paid to or received by, or by him or her on behalf of, the Association and must issue receipts for those moneys in the name of the Association;

- (b) pay all moneys referred to in Rule 10 (a) into such account or accounts of the Association as the Committee may from time to time direct;
- (c) make payments from funds of the Association with the authority of a general meeting or of the Committee and in so doing ensure that all cheques are signed by two of the President, Secretary or Treasurer;
- (d) comply on behalf of the Association with sections 25 and 26 of the Act with respect to the accounting records of the Association by –
 - (i) keeping such accounting records as correctly record and explain the financial transactions and financial position of the Association;
 - (ii) keeping its accounting records in such manner as will enable true and fair accounts of the Association to be prepared from time to time;
- (e) keeping its accounting records in such manner as will enable true and fair accounts of the Association to be conveniently and properly audited; and
- (f) submitting to members at each annual general meeting of the Association accounts of the Association showing the financial position of the Association at the end of the immediately preceding financial year;
- (g) submit to every committee meeting, and additionally on request from the President, a report, balance sheet or financial statement of the Association's current financial position;
- (h) unless the members resolve otherwise at a general meeting, have custody of all securities, books and documents of a financial nature and accounting records of the Association, including those referred to in Rule 10 (d) and (e); and
- (i) perform such other duties as are imposed by these rules on the Treasurer.

CASUAL VACANCIES IN MEMBERSHIP OF COMMITTEE.

11. A casual vacancy occurs in the office of a Committee member and that office becomes vacant if the Committee member –

- (1) dies;
- (2) resigns by notice in writing delivered to the President or, if the Committee member is the President, to the Vice-President and that resignation is accepted by resolution of the Committee;
- (3) is convicted of an offence under the Act;
- (4) is permanently incapacitated by mental or physical ill-health;
- (5) is absent from more than 3 Committee meetings in the same financial year without tendering an apology to the person presiding at each of those Committee meetings, of which meetings the member received notice, and the Committee has resolved to declare the office vacant;
- (6) ceases to be a member of the Association; or
- (7) is the subject of a resolution passed by a general meeting of members terminating his or her appointment as a Committee member.

COMMITTEE PROCEDURE:

- 12.** (1) The Committee shall be elected as duly stated in Rule 7 of the Constitution.
- (2) A quorum of the Committee shall be six Committee members, one of whom must be an Office Bearer
- (3) Dates for Committee meetings shall be fixed by the Committee immediately after the annual general meeting.
- (4) A special Committee meeting may be called by the President providing he or she gives the Committee members fourteen days notice, or, within seven days of receipt of a written request by at least five Committee members, the President shall call a special Committee meeting within fourteen days of such receipt.
- (5) Financial members of the Association may attend monthly Committee meetings as observers and shall be invited to make comment at the President's discretion.
- (6) The Committee shall have the power to receive correspondence and deal with any business arising from said correspondence and to take whatever action it deems necessary. The activities and actions of the Committee shall be reported every year to the annual general meeting.
- (7) No recommendation in any Committee Report shall be taken as adopted by a general meeting unless a specific motion on the subject matter of the recommendation has been carried by the meeting.
- (8) As required under section 21 and 22 of the Act, a Committee member having any direct or indirect pecuniary interest in a contract, or proposed contract, made by, or in the contemplation of, the Committee must –
- (a) as soon as he or she becomes aware of that interest, disclose the nature and extent of his or her interest to the Committee; and
- (b) not take part in any deliberations or decision of the Committee with respect to that contract.
- (9) Any disclosures made under Rule 11 (8) must be recorded in the Minutes of the meeting of the Committee at which it is made.

GENERAL MEETINGS:

- 13.** (1) The Committee must convene the annual general meeting of the Association shall be held within ten working days of January 1 each year for the purposes of the following -
- (a) to receive the reports of the President and Treasurer;
- (b) to elect Officers of the Association and Members of the Committee for the ensuing year;
- (c) to appoint an Auditor;
- (d) to amend the Constitution subject to Rule 15 of these rules;
- (e) to deal with any special business of which notice has been given;
- (f) to determine subscriptions for the following year;
- (g) general business.
- (2) The Committee must convene a special general meeting of the Association within 30 days of -

- (a) receiving a request in writing to do so of at least 15 members of the Association, or
 - (b) following a request from the Committee. Such a request from the Committee must take the form of a Minuted motion that is put and carried at a Committee meeting.
 - (c) The President shall, within seven days of receipt of such a request set out in Rules 12 (2) (a) or 12 (2) (b) , call a general meeting to be held within twenty-eight days of receipt of the request. Only the proposed business as submitted in writing in the request shall be dealt with at a special general meeting.
- (3) A quorum for a general meeting of the Association shall consist of ten financial members of the Association, one of whom must be an Office Bearer.
 - (4) The Chair at any meeting of the Association shall have a casting vote to resolve positions of deadlock

VOTING RIGHTS:

- 14. (1) Subject to these rules, each member present in person or by proxy at a general meeting is entitled to a deliberative vote.
- (2) A member or members who are also ratepayers of a Peaceful Bay property and who pay only one subscription per rateable Peaceful Bay property, shall have no more than two deliberative votes per rateable Peaceful Bay property for which a subscription has been paid by that member or members.
- (3) A member which is a body corporate and is ratepayer of a Peaceful Bay property may appoint in writing two natural persons per rateable Peaceful Bay property for which it pays a subscription, whether or not those natural persons are members, to represent it at a particular general meeting or at all general meetings;
- (4) A person appointed under Rule 13 (3) to represent a member which is a body corporate is deemed for all purposes to be a member until that appointment is revoked by the body corporate or, in the case of an appointment in respect of a particular general meeting, which appointment is not so revoked, the conclusion of that general meeting.

PROXIES

- 15. A member (in this rule called “the appointing member”) may appoint in writing another member who is a natural person to be the proxy of the appointing member and to attend, and vote on behalf of the appointing member at, any general meeting.

AMENDMENTS TO THE CONSTITUTION:

- 16. The Constitution of the Association shall not be amended except at a general meeting providing –
 - (a) twenty-one days notice of the proposed amendment, in writing, has been given to all financial members;
 - (b) the proposed amendment is passed by three quarters of the members at the meeting.

STANDING ORDERS:

- 17. (1) All general meetings of the Association and Committee meetings shall be conducted in a manner that respects the dignity of people, and the Chair has the authority to maintain the dignity of meetings

- (2) Before putting any questions to the vote, the Chair shall read, or cause it to be read, to the meeting.
- (3) Meetings shall be conducted using the principles and procedures as set out in a recognised handbook of Meeting Procedures.

Common Seal:

18. (1) The Association must have a common seal on which its corporate name appears in legible characters.
- (2) The common seal of the Association must not be used without the express authority of the Committee and every use of that common seal must be recorded in the Minutes of the meeting where the decision to use the common seal was made.
- (3) The fixing of the common seal of the Association must be witnessed by any two of the President, Secretary or Treasurer.
- (4) The common seal of the Association must be kept in the custody of the Secretary or of such other person as the Committee from time to time decides.

DISSOLUTION:

19. The Association may at any time, with the consent of the majority of seventy-five percent of the financial members present and voting at a general meeting called for the purpose, be dissolved. If upon the dissolution or winding up of the Association there remains after the satisfaction of all its debts and liabilities, any property whatsoever, the same shall not be paid to or distributed among the members, or former members, of the Association. The surplus property must be given or transferred to another association incorporated under the Act which has similar objects and which is not carried out for the purpose of profit or gain to its individual members, and which association shall be determined by resolution of the members.

OPERATION OF CONSTITUTION AND RULES:

20. This Constitution and Rules of the Peaceful Bay Progress Association Inc shall come into operation after the special general meeting has ratified it on 15th April 2006 and after approval of the Commissioner for Fair Trading. Any Constitution and Rules in operation prior to the approval of the Commissioner for Fair Trading of this Constitution are hereby repealed.

INSPECTION OF RECORDS; ETC OF ASSOCIATION:

21. A member may at any reasonable time inspect without charge the books, documents, records and securities of the Association.